



Vancouver Airport Authority

Governance Committee Terms of Reference

Purpose

The Governance Committee (the "Committee") assists the Board in overseeing good governance practices at both the Board and organizational level by ensuring that policies and procedures are in place to support a high-functioning Board that adds value and appropriate strategic oversight. The Committee should foster the long-term success of the airport in an ethical, prudent and responsible manner and recognize the Authority's role as the steward of an important community asset in accordance with its purpose and guiding principles of transparency and accountability.

Responsibilities

The following responsibilities are recurring activities performed by the Committee, with the understanding that the Committee may carry out modified or additional functions as may be appropriate in response to changing business, legislative, or regulatory conditions and other responsibilities or duties delegated to the Committee by the Board:

Board Governance

Board, Committees, and Directors

- a) Provide input to the Corporate Secretariat on Board composition, considering the skills, experience, and background of existing Directors, the strategic direction of the Authority, and the Board Diversity and Inclusion Policy.
- b) Provide input on the solicitation and recruitment of Directors for Nominating Entity and At-Large vacancies and, in consultation with the Board Chair and CEO, recommend nominees to the Board for election and re-election.
- c) Provide feedback on the Board Chair's Board Committee membership recommendations, as may be requested by the Board Chair from time to time.
- d) Oversee the annual Board Survey and Peer Evaluation process and review the process, results, and recommendations with the Board and Management, as appropriate.

Director Education

- e) Provide Management with input on the Director orientation program and support the Board Chair with Directors' self-education initiatives.

General Corporate Governance

- f) Consider corporate governance matters generally, including subsidiary governance and global risk management, and advise the Board and any of its Committees of organizational accountability issues.
- g) Support the Board Chair in building and maintaining a Board culture that inspires and strengthens the overall organizational culture.
- h) Provide input on any material changes to the Directors and Officers Insurance policy.
- i) Review the Corporate Secretariat's proposed revisions to By-Law No.1 as may occur from time to time and recommend approved revisions to the Board.
- j) Oversee the Directors' Compensation Plan and make recommendations to the Board.
- k) Review the Five-Year Performance Review sent to Transport Canada under the Authority's Ground Lease.

Environment

- l) Receive updates regarding compliance with applicable environmental regulations, including the development and implementation of applicable programs and policies, reviewing reports of any substantial non-compliance, and ensuring that appropriate plans are implemented to remedy any deficiency or default.
- m) Provide input on Management's proposed Environmental Management Plan and Noise Management Plan every five years, or as may otherwise be required, and make recommendations to the Board.

Stakeholder Relations

- n) Provide input on the Authority's relationships with key stakeholders, including Musqueam, business partners and neighbouring communities.
- o) Provide input to the Corporate Secretariat to ensure that Directors maintain a robust and transparent relationship with their Nominating Entities.

Cybersecurity and Privacy

- p) Receive updates on the Authority's cybersecurity and privacy management programs.

Composition

Members of the Committee are appointed by the Board and the Committee will be comprised of at least three Directors. The Board Chair may not be the Chair of this Committee; however, the Corporate Secretary will be secretary to this Committee. The Board may fill a vacancy that occurs in the Committee at any time.

Meetings

The Committee will meet as required but not less frequently than three times per calendar year. The Committee will determine its own procedures for the conduct of the meetings and other Directors are welcome to attend.

Reporting

Minutes of all meetings will be made available to the Board. The Chair will provide a report to the Board on matters of strategic importance discussed at the Committee meeting as well as any material matters not yet minuted. Supporting information reviewed by the Committee will be available for examination by any Director through the board portal.

The Committee will review and recommend changes to these terms of reference as appropriate from time to time.

Version Number	Effective Date
Version 2	25 February 2021